

**COMMONWEALTH OF MASSACHUSETTS  
DEPARTMENT OF TELECOMMUNICATIONS AND ENERGY**

\_\_\_\_\_  
Fitchburg Gas and Electric Light Company

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D.T.E 06-

**AMENDMENT TO SETTLEMENT AGREEMENT**

**WHEREAS**, Fitchburg Gas and Electric Light Company d/b/a Unitil ("Unitil" or "Company") and the Attorney General of Massachusetts (the "Attorney General") (collectively, the "Settling Parties") seek to amend the Settlement Agreement dated November **29,2006**, in order to allow the Department of Telecommunications and Energy additional time to review, investigate and consider its merits;

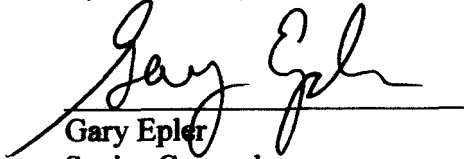
**NOW THEREFORE** the Settling Parties agree to amend the Settlement Agreement as follows:

- 1) Section 2.1 is amended to provide that Unitil shall increase its Gas Division's base rates by **\$1.2** million no later than February **1,2007**; and
- 2) Section **3.6** is amended to provide that "If the Department does not approve the Settlement Agreement in its entirety by January **31,2007**, this filing shall be deemed to be withdrawn and shall not constitute a part of the record in any proceeding or used for any other purpose."

**FITCHBURG GAS AND COMPANY  
ELECTRIC LIGHT COMPANY  
D/B/AUNITIL**

**THOMAS F. REILLY  
ATTORNEY GENERAL  
OF MASSACHUSETTS**

By its attorney,

A handwritten signature in black ink, appearing to read "Gary Epler", is written over a horizontal line.

**Gary Epler  
Senior Counsel**

Unitil Service Corp.  
6 Liberty Lane West  
Hampton, NH 03842

Dated:

Joseph Rogers  
Chief, Utilities Division  
Office of the Attorney General  
One Ashburton Place  
Boston, MA 02108-1598

Dated:

Settlement Agreement  
December 1, 2006  
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FITCHBURG GAS AND COMPANY  
ELECTRIC LIGHT COMPANY  
D/B/A UNIT IL

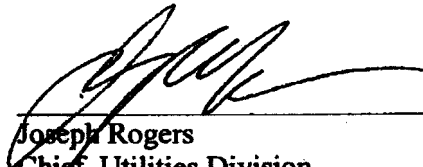
THOMAS E REILLY  
ATTORNEY GENERAL  
OF MASSACHUSETTS

By its attorney,

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Gary Epler  
Senior Counsel  
Unitil Service Corp.  
6 Liberty Lane West  
Hampton, NH 03842

Dated:



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Joseph Rogers  
Chief, Utilities Division  
office of the Attorney General  
One Ashburton Place  
Boston, MA 02108-1598

Dated: 12/1/06